

GUJARAT VICTORY FORGINGS PVT LTD

CIN: U27201GJ1990PTC014433

Registered office: A 1 20 / 21 Jay Ranchod Society, Gotri, Vasna Road, Vadodara, Gujarat, India 390015

Email id: gvfpl@yahoo.com , website: www.gvfpl.com , Contact No.: +919898183313

NOTICE OF 34th ANNUAL GENERAL MEETING

(Shorter Notice pursuant to Section 101(1) of the Companies Act, 2013 and SS-2)

Date:14.08.2024

To,

The Members,

Gujarat Victory Forgings Pvt Ltd

A -1/20/21, Jay Ranchod Society, Gotri Vasna Road,
Vadodara 390015, Gujarat

Notice is hereby given that the **34th Annual General Meeting** of the members of **Gujarat Victory Forgings Pvt Ltd** will be held on Monday, 30th September, 2024 at 11.00 A.M at the registered office of the Company situated at A -1/20/21, Jay Ranchod Society, Gotri Vasna Road, Vadodara 390015, Gujarat, to transact the following business:

The Chairman to informed that the Audited Profit & Loss account for the year ended **31st March, 2024** and the Balance Sheet as at that that could not be laid before the Shareholders of the Company in this meeting due to following reasons:

a. On late submission of the financial statements to the Auditors are taking lot of time due to over business and lack of staff due to exam period of their CA Articles, in consequence of delay in finalization of the same.

SPECIAL BUSINESS:

1. APPROVAL OF RELATED PARTY TRANSACTIONS IN EXCESS OF 10% OF THE TURNOVER OF THE COMPANY.

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to approve the Related Party Transaction(s) to be entered into by the Company with M/s. Vedanta Copper Extrusion Private Limited, as defined under the Companies Act, 2013 and applicable Accounting Standards, for sale/purchase of goods, in the ordinary course of business and on an arm’s length basis, for an amount exceeding 10% of the annual turnover of the Company as per the last audited financial statements of

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the Company, **(however not exceeding Rs. 70 Crores)** , during the Financial year 2024-25, on such terms and conditions as may be approved by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution, including finalizing and executing necessary agreements, documents and writings and to make such modifications as may be required.”

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1

Approval of Related Party Transactions in excess of 10% of the Turnover of the Company

The provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 provide that certain related party transactions require approval of the members of the Company where the value of such transactions exceeds the prescribed thresholds.

The Company, in the ordinary course of its business, proposes to enter into transactions with **Vedanta Copper Extrusion Private Limited**, which is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and applicable accounting standards. The proposed transactions mainly relate to **sale and/or purchase of goods** between the Company and the aforesaid related party.

Considering the nature and volume of business transactions carried out by the Company, the value of such transactions during the Financial Year **2024–25** may exceed **10% of the annual turnover of the Company** as per the last audited financial statements. Accordingly, in compliance with the provisions of Section 188 of the Companies Act, 2013 and the applicable rules made thereunder, approval of the members is being sought for entering into such related party transactions for an aggregate value **not exceeding ₹70 Crores** during the Financial Year 2024–25.

The proposed transactions shall be carried out **in the ordinary course of business and on an arm's length basis**, and in the interest of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except to the extent of their shareholding and their interest, if any, in the related party entity, are concerned or interested, financially or otherwise, in the resolution.

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The Board of Directors recommends the resolution set out at Item No. 1 for approval of the members of the Company.

NOTES:

1. The consent of all the members, auditors, and directors has been obtained to hold the Annual General Meeting at a shorter notice in accordance with the provisions of **Section 101(1)** of the **Companies Act, 2013** and **Secretarial Standard-2 (SS-2)**.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.
3. Proxy form duly completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
4. All documents referred to in the notice and accompanying explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturdays, between 11:00a.m. To 1:00 p.m. up to the date of the general meeting and at the venue of the meeting for the duration of the meeting.

By Order of the Board of Directors
For Gujarat Victory Forgings Pvt Ltd



Vijendrakumar Bishamber Gupta
Whole Time Director
(DIN: 01035583)
Place: Vadodara